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**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
EASYTEX CORPORATION LIMITED,	: <b>ECF CASE</b>
	: :
Plaintiff,	: <b>Case No.: 07 CV 3907 (BSJ)(JCF)</b>
	: :
-against-	: <b>DEFENDANT GFA, INC.'S</b>
	: <b>AMENDED ANSWER AND</b>
	: <b>AFFIRMATIVE DEFENSES</b>
PETER & FRANK OF NY, CORP. et al.,	: <b>TO FIRST AMENDED VERIFIED</b>
	: <b>COMPLAINT, AND CROSS-CLAIM</b>
Defendants.	: :
-----X	

**ANSWER AND AFFIRMATIVE DEFENSES**

Defendant GFA, Inc. ("GFA"), by its undersigned attorney, files this Answer and Affirmative Defenses to Plaintiff's Verified Complaint and does hereby admit, deny, aver, and allege as follows:

**ANSWER**

1. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 1 of the Complaint.
2. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 2 of the Complaint.

3. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 3 of the Complaint.

4. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 4 of the Complaint.

5. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 5 of the Complaint.

6. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 6 of the Complaint.

7. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 7 of the Complaint.

8. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 8 of the Complaint.

9. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 9 of the Complaint.

10. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 10 of the Complaint.

11. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 11 of the Complaint.

12. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 12 of the Complaint.

13. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 13 of the Complaint.

14. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 14 of the Complaint.

15. Admit that Baro Shipping Co., Ltd. ("Baro Shipping") was and is a Non-Vessel-Operating Common Carrier ("NVOCC") registered with Federal Maritime Commission. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 15 of the Complaint.

16. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 16 of the Complaint.

17. Deny that Top Ten Trans, Inc. ("Top Ten")'s principal place of business is as stated in paragraph 17 of the Complaint because Top Ten moved its principal place of business to 26 East Clinton Ave., Tenaflly, NJ 07670. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 17 of the Complaint.

18. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 18 of the Complaint.

19. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 19 of the Complaint.

20. Admit that GFA is a corporation organized and existing pursuant to the laws of one of the states of the United States. Deny that GFA's principal place of business is as stated in paragraph 20 of the Complaint because GFA moved its principal place of business to 26 East Clinton Ave., Tenaflly, NJ 07670.

21. Deny each and every allegation in paragraph 21 of the Complaint.

22. Admit in part and deny in part. Admit that GFA transacts some of its business in the State of New York. Deny the rest of the allegations in paragraph 22 of the Complaint.

23. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 23 of the Complaint.

24. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 24 of the Complaint.

25. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 25 of the Complaint.

26. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 26 of the Complaint.

27. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 27 of the Complaint.

28. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 28 of the Complaint.

29. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 29 of the Complaint.

30. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 30 of the Complaint.

31. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 31 of the Complaint.

32. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 32 of the Complaint.

33. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 33 of the Complaint.

34. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 34 of the Complaint.

35. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 35 of the Complaint.

36. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 36 of the Complaint.

37. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 37 of the Complaint.

38. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 38 of the Complaint.

39. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 39 of the Complaint.

40. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 40 of the Complaint.

41. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 41 of the Complaint.

42. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 42 of the Complaint.

43. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 43 of the Complaint.

44. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 44 of the Complaint.

45. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 45 of the Complaint.

46. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 46 of the Complaint.

47. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 47 of the Complaint.

48. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 48 of the Complaint.

49. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 49 of the Complaint.

50. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 50 of the Complaint.

51. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 51 of the Complaint.

52. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 52 of the Complaint.

53. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 53 of the Complaint.

54. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 54 of the Complaint.

55. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 55 of the Complaint.

56. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 56 of the Complaint.

57. Repeat and re-allege by reference the answers in the preceding paragraphs as if fully set force herein.

58. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 58 of the Complaint.

59. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 59 of the Complaint.

60. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 60 of the Complaint.

61. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 61 of the Complaint.

62. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 62 of the Complaint.

63. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 63 of the Complaint.

64. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 64 of the Complaint.

65. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 65 of the Complaint.

66. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 66 of the Complaint.

67. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 67 of the Complaint.

68. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 68 of the Complaint.

69. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 69 of the Complaint.

70. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 70 of the Complaint.

71. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 71 of the Complaint.

72. Admit that Baro Shipping contacted GFA through Top Ten to arrange for the transportation of four containers from Tacoma, Washington to Busan, Korea. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 72 of the Complaint. Specifically deny that GFA was Baro Shipping's U.S. agent for the transportation of four containers from Tacoma, Washington to Busan, Korea or for any other transportation.

73. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 73 of the Complaint.

74. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 74 of the Complaint.



75. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 75 of the Complaint.

76. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 76 of the Complaint.

77. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 77 of the Complaint.

78. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 78 of the Complaint.

79. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 79 of the Complaint.

80. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 80 of the Complaint.

81. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 81 of the Complaint.

82. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 82 of the Complaint.

83. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 83 of the Complaint.

84. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 84 of the Complaint.

85. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 85 of the Complaint.

86. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 86 of the Complaint.

87. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 87 of the Complaint.

88. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 88 of the Complaint.

89. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 89 of the Complaint.

90. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 90 of the Complaint.

91. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 91 of the Complaint.

92. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 92 of the Complaint.

93. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 93 of the Complaint.

94. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 94 of the Complaint.

95. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 95 of the Complaint.

96. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 96 of the Complaint.

97. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 97 of the Complaint.

98. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 98 of the Complaint.

99. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 99 of the Complaint.

100. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 100 of the Complaint.

101. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 101 of the Complaint.

102. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 102 of the Complaint.

103. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 103 of the Complaint.

104. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 104 of the Complaint.

105. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 105 of the Complaint.

106. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 106 of the Complaint.

107. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 107 of the Complaint.

108. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 108 of the Complaint.

109. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 109 of the Complaint.

110. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 110 of the Complaint.

111. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 111 of the Complaint.

112. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 112 of the Complaint.

113. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 113 of the Complaint.

114. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 114 of the Complaint.

115. Repeat and re-allege by reference the answers in the preceding paragraphs as if fully set force herein.

116. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 116 of the Complaint.

117. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 117 of the Complaint.

118. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 118 of the Complaint.

119. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 119 of the Complaint.

120. Repeat and re-allege by reference the answers in the preceding paragraphs as if fully set force herein.

121. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 121 of the Complaint.

122. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 122 of the Complaint.

123. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 123 of the Complaint.

124. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 124 of the Complaint.

125. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 125 of the Complaint.

126. Repeat and re-allege by reference the answers in the preceding paragraphs as if fully set force herein.

127. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 127 of the Complaint.

128. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 128 of the Complaint.

129. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 129 of the Complaint.

130. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 130 of the Complaint.

131. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 131 of the Complaint.

132. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 132 of the Complaint.

133. Repeat and re-allege by reference the answers in the preceding paragraphs as if fully set force herein.

134. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 134 of the Complaint.

135. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 135 of the Complaint.

136. Repeat and re-allege by reference the answers in the preceding paragraphs as if fully set force herein.

137. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 137 of the Complaint.

138. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 138 of the Complaint.

139. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 139 of the Complaint.

140. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 140 of the Complaint.

141. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 141 of the Complaint.

142. Repeat and re-allege by reference the answers in the preceding paragraphs as if fully set force herein.

143. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 143 of the Complaint.

144. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 144 of the Complaint.

145. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 145 of the Complaint.

146. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 146 of the Complaint.

147. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 147 of the Complaint.

148. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 148 of the Complaint.

149. Repeat and re-allege by reference the answers in the preceding paragraphs as if fully set force herein.

150. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 150 of the Complaint.

151. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 151 of the Complaint.

152. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 152 of the Complaint.

153. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 153 of the Complaint.

154. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 154 of the Complaint.

155. Deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 155 of the Complaint.

#### **AFFIRMATIVE DEFENSES**

##### **First Affirmative Defense**

156. The Complaint fails to state a claim or cause of action against GFA upon which relief can be granted.

##### **Second Affirmative Defense**

157. The Court lacks subject matter jurisdiction.

##### **Third Affirmative Defense**

158. The Court lacks personal jurisdiction over GFA.

##### **Fourth Affirmative Defense**

159. The Complaint against GFA should be dismissed because of improper venue.

##### **Fifth Affirmative Defense**

160. GFA is not a party to the contracts of carriage with respect to the seven containers subject of this action.



**Sixth Affirmative Defense**

161. GFA is not in privity of contact with Plaintiff with respect to the seven containers subject of this action.

**Seventh Affirmative Defense**

162. The Complaint against GFA specifically fails to state a claim or cause of action upon which relief can be granted because GFA did not have any duty owed to Plaintiff in contract, tort, or otherwise with respect to the seven containers subject of the action.

**Eight Affirmative Defense**

163. Plaintiff's claims against GFA are frivolous because GFA did not have any duty owed to Plaintiff in contract, tort, or otherwise with respect to the seven containers subject of the action.

**Ninth Affirmative Defense**

164. GFA did not breach any duty in contract, tort, or otherwise with respect to the seven containers subject of this action.

**Tenth Affirmative Defense**

165. Any alleged damages, which are denied, were caused solely by or contributed by Plaintiff's own act or negligence.

**Eleventh Affirmative Defense**

166. Any alleged damages, which are denied, were caused solely by or contributed by an act or omission of some of the co-defendants over whom GFA exercised no control and for whom GFA is neither responsible nor liable.

**Twelfth Affirmative Defense**

167. The Plaintiff is not a party to the contracts of carriage with respect to the seven containers subject of this action.

**Thirteenth Affirmative Defense**

168. Plaintiff's claims against GFA are barred by doctrine of unclean hands.

**Fourteenth Affirmative Defense**

169. Plaintiff's claims against GFA are barred by doctrine of estoppel.

**Fifteenth Affirmative Defense**

170. Plaintiff's claims against GFA are barred by doctrine of laches.

**Sixteenth Affirmative Defense**

171. Plaintiff by implied or express consent and by direct or indirect consent through its designated NVOCC, Baro Shipping, to the release of the subject cargo.

**CROSS-CLAIM AGAINST ALL CO-DEFENDANTS**

172. GFA repeats, re-alleges, and incorporates the allegations in the preceding paragraphs as if fully set forth herein.

173. If Plaintiff suffered any damages as alleged in the Complaint, which is denied, those damages were caused by the breach of contract, fault, neglect, negligence, and/or omission by all or some of the co-defendants.


174. If Plaintiff suffered any damages as alleged in the Complaint, which is denied, and is awarded a judgment against GFA is entitled to indemnity and/or contribution in full from all or some of the co-defendants, jointly and severally, in the amount of the judgment against GFA including reasonable attorneys' fees and costs incurred in defense of this action.

**WHEREFORE**, GFA, Inc. respectfully prays that:

1. the Complaint be dismissed against GFA;
2. in the event that a judgment is awarded in favor of Plaintiff and against GFA, GFA be awarded indemnity and/or contribution in full against all or some of the co-defendants, jointly and severally, in the amount of the judgment against GFA.
3. the Court award GFA reasonable attorneys' fees, court costs, and reasonable expenses incurred in connection with this action; and
4. the Court award GFA such other and further relief as the Court deems just and proper.

Respectfully Submitted,

By:



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Dated: August 11, 2008